

SMARTXCHANGE EXECUTIVE SUMMARY

Introduction

We began working with smartXchange, an unincorporated startup founded by Sebastian Peterlin and 3 others at a Wayra WeStartDigital event, in May 2016. Our original plan is shown in Exhibit 1A, and our modified plan is shown in Exhibit 1B. We had to change our plan toward the end of May as our original developer became unavailable therefore limiting our ability to introduce a prototype and subsequent iterations of the prototype. The delay in procuring an early Minimum Viable Prototype (MVP), which was ultimately released June 29, 2016, just 12 days before our final presentation, also meant we had to focus less on testing product features and marketing strategies on multiple launches (and multiple target customer groups) and more on academic and empirical research. We also focused on developing partnerships and applying Maslow's pyramid to build a safer and multifaceted brand, defining the company vision for the future, better differentiating it in the market, and deciding what features to include with the final product.

About smartXchange

smartXchange was founded in Madrid, Spain at the Wayra WeStartDigital event on March 11-13, 2016. The founding members include Sebastian Peterlin (IMBA Candidate at IE Business School), Tati Casadevante (Innovation Technician at Mapfre), Lidia Jimenez (UX and Graphic Designer), and Brien Martinez (Freelance Software Engineer). smartXchange exists to connect people with similar backgrounds and interests to practice languages and exchange experiences. We are trying to resolve the issue of many people knowing a second language but unable to practice effectively because of the lack of an adequate partner or group. We believe that smartXchange's unique matching algorithm, large user base, and special features like tutoring and an advanced "chatbot" (that provides trivia and other interactive in-chat content) will help solve this problem. Company stakeholders include Sebastian Peterlin and the 3 other co-founders mentioned above and our target customers are international students and professions in Madrid.

Our Impact

The Impact Project is meant to positively impact both the business and the Madrid community. Our work plans to impact the business by creating a more developed brand, product, and marketing strategy by the end of the project. The business will also have more data which will be helpful for future operations, product development, and marketing strategy.

Our work also plans to establish a platform to help International students and professionals in Madrid who are struggling to find employment and integrate in society because of their struggle with the local language. With today's efficient patterns in travelling and moving, cross-border employment and education among EU countries is becoming more common, and knowing a second or third language well is becoming ever more important. Once the project is

complete, many international students and professionals will have a more effective and well-designed platform for meeting people to practice languages, which they could use to supplement their normal language learning (via apps, classes, tutors, etc.) means. People will be able to practice a language with others of a similar language level, similar background, and whom they can trust. During online and real-life chats, people can exchange information about companies, universities, job openings, helpful interview tips, and more in addition to practicing the language. Therefore, the app will also help with job placement and acquiring industry knowledge, addressing a disconnect that currently exists between students, professionals and employers.

If our project reaches a certain scale, we plan to help travelers who want to meet locals on their tour of the city in finding great local attractions and restaurants and learn more about the local culture and language.

Our motivation for pursuing the Impact Project is to apply our previous and acquired knowledge to a non-standard startup project created during the MBA, and we believe it has the potential to significantly impact the smartXchange business and students and working professionals in Madrid.

Our Realized Impact

Through the Impact Project we met many of our company objectives and provided a positive impact for the business and our initial users. We began by spending a week developing the what / who / which aspects / how, considering every step of Maslow's pyramid, to define the brand and purpose of the company which we would use to build our strategy around. Some of our white board brainstorming sessions can be seen in Exhibit 2.

We began by analyzing what people will use our application for, the first part of Maslow's Pyramid. smartXchange will be used for language learning with an incentive, networking, making the best use of your time, sharing and learning detailed knowledge of a city and culture, integrating into society, making your life journey easier, and helping you become your best future self. We then defined who will use our application, the second element to Maslow's pyramid. smartXchange will be used by students and professionals, which includes locals and expats working at local and international companies or studying at universities and language schools. Next we defined which aspects we were going to focus on in the impact project: the functionality and features, the brand, the interface / UX, the financial plan, the market strategy, the partner and sponsor acquisition, and B2B and B2C relations.

Finally, we went over how each of the "whats" were going to be achieved. We are going to provide language learning with an incentive and make the best use of our users' time by suggesting to users to find their ideal job via our platform, partnering with organizations that help in job placement like recruiting firms, influencing professionals with a large professional network to join our platform via word-of-mouth, partnering with incubators, and displaying LinkedIn sponsored articles. We are going to provide networking for professional reasons to our users with some of the above strategies and also by creating and maintaining a trusted and

professional network and by hosting professional networking events. We will incentivize users to share and learn knowledge of cities and cultures by having city-branded UI, city-based trivia, a city-based newsletter, blog, and social media posts, and have a map on our home screen with Groupon deals for local attractions, restaurants, and bars. We will help people integrate in society by helping users decipher commonly misinterpreted cultural norms and phrases, match people with others who are professionally and language skill-wise similar, and go beyond the technical aspects of a language with complementary information about culture and customs, for example. We will make one's life journey easier by providing adaptability and flexibility to our platform, having our blog include both city and generic cultural aspects of the country, and give people a different prospective on a future company they may want to work for.

With the Maslow pyramid defined outlining our company objectives, differentiating features, and unique value proposition, we moved on to other directives of our Impact Project. The first is feasibility.

Feasibility

The solution we came up with over the Impact Project is feasible and cost conscious. If you take a look at Exhibit 3, you will see a 2-year Profit and Loss statement outlined for our company. The projections have us operating at a loss for the first year but turning a profit in year 2. It's possible for us to be profitable in the first year by recruiting more B2B customers which have a higher profit margin (€40 marginal value - €12 marginal cost) than customers (€30 marginal value - €26 marginal cost). We will be operating at a loss in the first year because of the high investment in technology, customer acquisition, legal fees (incorporation, sponsorship, trademarking, consultation etc), and consultation (marketing, app development) compared with our low levels of revenue as we focus on growing our user base before charging for features like the chatbot and tutors.

The business model we have decided on is a freemium service where users can pay for additional services like a chatbot or tutor. B2C customers will make up the majority of our free users, and B2B customers will make up the majority of our paid users, who will pay for increased exclusivity and an application tailored to suit their needs.

If we reach a certain size, we will generate additional revenue through partnerships (commissions, profit sharing, etc see Exhibit 8B) with companies like Groupon, MyTaxi, TripAdvisor, talent recruiting firms, and local restaurants and bars. We will also generate revenue with big data and minimal advertising on the application.

We have provided smartXchange with a realistic plan for the future. As stated before, we revised our plan for the Impact Project (shown in Exhibit 1B) due to issues with the smartXchange developer. Because our original marketing efforts did not go well (we reached out to a few companies and language schools to no avail), we decided to focus on academic and empirical research and MVP development.

After the developer became unavailable towards the end of May, we went through our personal and professional networks to search for someone (individual or team) who could help develop the app. After searching for a week or two to no avail, we searched for online tutorials in making an iOS app. We at smartXchange had decided on making an iOS app based on research (see Exhibit 4A) and our designer had provided us Sketch designs of what it should look like (Exhibit 4B and 4C) and how actions should be processed via a storyboard and wireframes. Because of my lack of experience, the degree of difficulty in making an app of this complexity, the upcoming deadline, and the costs and delay in publishing an app to the app store, we decided after a couple of weeks to switch technologies and make a website that would look like an app if accessed on a smartphone. We decided on Ruby on Rails because Sebastian has experience in Ruby on Rails and decided to use free services like Heroku and AWS. Our first and second iterations of our website can be seen in Exhibit 4D and 4E. We launched our MVP on June 29, 2016, after a few weeks of intensive development work by Sebastian and others in his professional network.

After launching the prototype and publicizing via Facebook, LinkedIn, Twitter (Exhibit 10 – A,B,C) and word of mouth (through personal networks), we received a lot of feedback and insights into how to modify the application and build a marketing strategy for the future. We have recommended smartXchange to develop a second prototype to be launched at the end of July and also to get started making a mobile application. We have further recommended smartXchange to scale up the marketing effort with paid advertisements and aggressive recruitment of B2B firms.

Not only is our plan for smartXchange feasible, but sustainable as well. Revenue inflow is planned to begin over the next two months, in small amounts by our active users purchasing features that are technically feasible for us to implement during this time period. We then plan to grow this revenue slowly as we grow our user base, and obtain B2B customers who will pay for a tailored service and agree to a 6-month or 1-year contract, thereby locking in cashflows and adding stability to help attract future investment.

Quality of Analysis

During the Impact Project we gathered a large amount of data on the market, competition, and regulations surrounding our business. Exhibit 5 - A, B, C shows data from the European Commission website regarding our market in the 5 major European countries we will target (Germany, Spain, Italy, UK, and France). From this data, we concluded that there is greatest demand for German, English, and Spanish services and the market for these services is very big.

We also searched Facebook and Google for information regarding general interest in language exchanges with the results outlined in Exhibit 5D. Here we can see that “Conversation Exchange” is most often searched in Spain, followed by Italy, France, and the UK. We also see that we could draw significant traffic away from our primary competitors ConversationExchange and MyLanguageExchange by directing 35% of the 1.05 million users of MyLanguageExchange and 18% of the 1.3 million users of ConversationExchange to our site using smart keywords.

Meanwhile on Facebook there are thousands of users talking about language and conversation exchanges.

By focusing on the Madrid market, we realized we could reach roughly 30,000 users per month through the online media channels of Facebook, Meetup, and Internations. Please see Exhibit 5E for a breakdown of this number.

Lastly, by interviewing people in our target demographic (ages 22-30, students and professionals) on the streets of Gran Via, we came up with customer need data shown in Exhibit 5F. We realized that our data confirms our assumptions of many people knowing a second or third language, wanting to practice a second or third language, and being ok with meeting unknown people.

After validating customer need through academic and empirical research outlined above and from feedback at pitches at Wayra and BBVA (Exhibit 11), we went on to research competitors. User data regarding our primary, second, and tertiary competitors can be seen in Exhibit 6 – A, B, and C and a breakdown of all the information collected on our competitors can be seen in Exhibit 6D. Our findings confirm that there is a large market and that our competitors generally have a large user base and small differentiating features that define them.

We supplemented research about our competitors with research about our partners. Data regarding our potential partners and efforts reaching out to these partners can be seen in Exhibit 8A. Our efforts in establishing partnerships largely failed, but we did manage to establish an advertising partnership with Groupon where we receive 10% of commission (Exhibit 9 – A, B) on deals purchased through our site without having a product or registered company.

We concluded our research by searching for regulations, policy, and other legalities regarding education technology and social networks. This research is largely unfinished, as we still need to research legality over user privacy, terms and conditions regarding typical education technology and social networking business, and data privacy. However, after speaking with a U.S. based lawyer (we plan to incorporate in California), we drafted an 11-page NDA covering everything from rights to website design and algorithm to situations involving suit and countersuits (a snippet of the NDA can be seen in Exhibit 7). We also discovered a lot of information regarding trademarking in Europe (via single country regulations or via OAMI for the whole EU) and how to proceed with forms like the Shareholders Agreement and incorporation documents in California.

Through our research we proved and disproved some assumptions that we had about our business. We proved that there is a lot of demand that people want to practice and are ok with practicing with unknown people. We disproved the assumption that partners would be readily willing to work with us and that growing our initial users would be easy (we only have 20 after 10 days).

Conclusion

In conclusion, our brainstorming, research, MVP development, and initial user base provided smartXchange with useful information to build their business in the future and lead to a successful market entry. Further, we have laid the framework for a business model that can become profitable after the earliest stages of implementation and have created a positive impact for smartXchange's business and the initial user base we have acquired thus far. With time, we hope smartXchange will follow our recommendations, use our data, and grow its user base and revenues successfully.

EXHIBIT 1

A.

Original Plan:

May 2	May 9	May 16	May 23	May 30	June 6	June 13	June 20	June 27	July 4
Product development and strategy. Mktg priorities defined.	First product testing with initial users	Review data, plan for further iterations	Further iterations and product adaptations.			Review data	Come up with final product and marketing plan	Prepare conclusions, make sure initial targets are met	

B.

Revised Plan

June 13 – 19

MVP (including basic branding + design + groupon)

First exploration with companies and language schools.

Generate accurate customer profile.

June 20 – 26

If first exploration goes well, focus on that (interviews, etc), otherwise focus on academic/empirical research and subsequent feature development (rating system, etc).

June 27 – July 3

Market testing as a networking app. Possibly A-B testing.

Beginning of first iteration. First presentation set up.

July 4 – 10

End of first iteration based on market insights.

Final presentation set up.

EXHIBIT 2

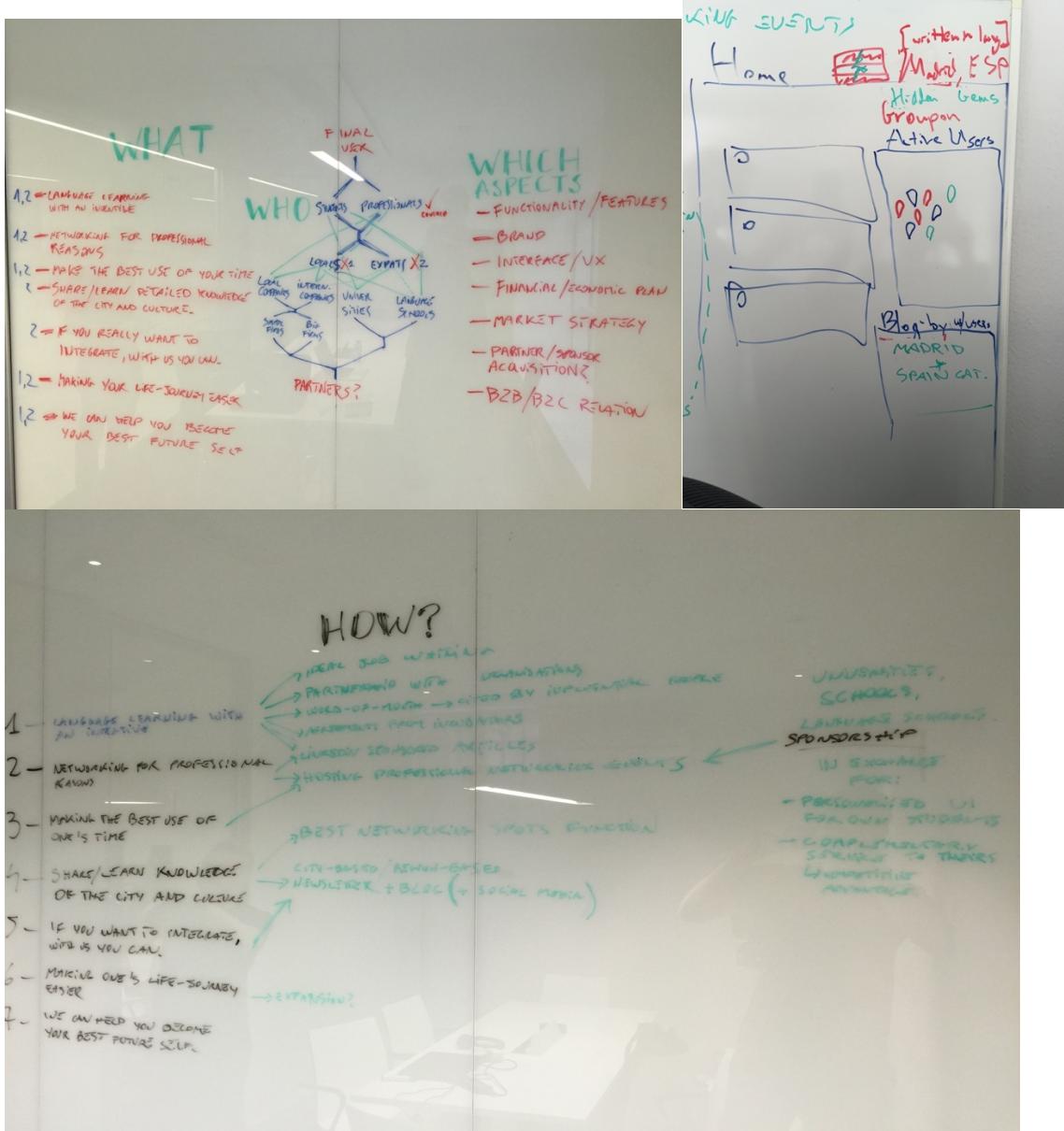


EXHIBIT 3

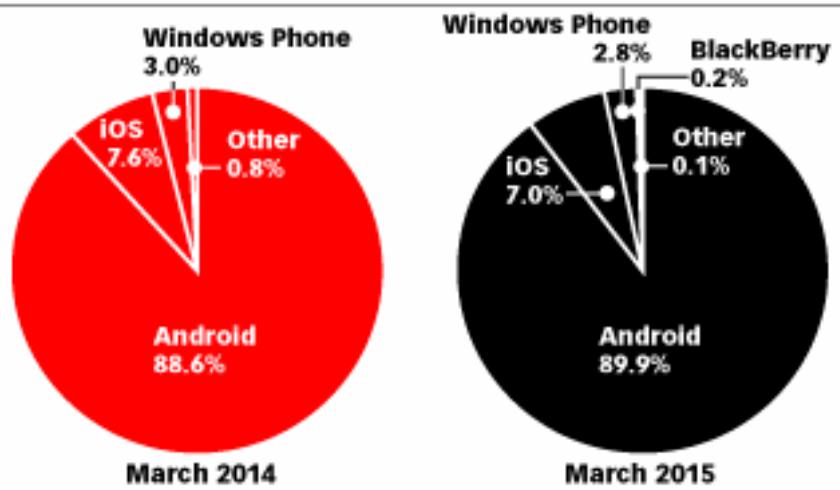
Projections										
	Year 1		Year 2							
B2C customers		100000		500000						
B2B customers		10000		50000						
Revenue			Cost							
Annual value per customer	B2C	B2B**	Annual variable cost per customer		B2C	B2B***		Total fixed costs (amortized over 2 years)		
N. hours tutor	€ 15.00	€ 20.00	Acquisition Cost		€ 16.00	€ 10.00	€ 10.00	Year 1		
N. hours bot	€ 15.00	€ 20.00	HHRR*		€ 10.00	€ 2.00	€ 2.00	Technology	€ 500,000.00	€ 500,000.00
ChatBot								ChatBot	€ 500,000.00	€ 500,000.00
sum	€ 30.00	€ 40.00			€ 26.00	€ 12.00				

EXHIBIT 4

A.

Smartphone Sales Share in Spain, by OS, March 2014 & March 2015

% of total

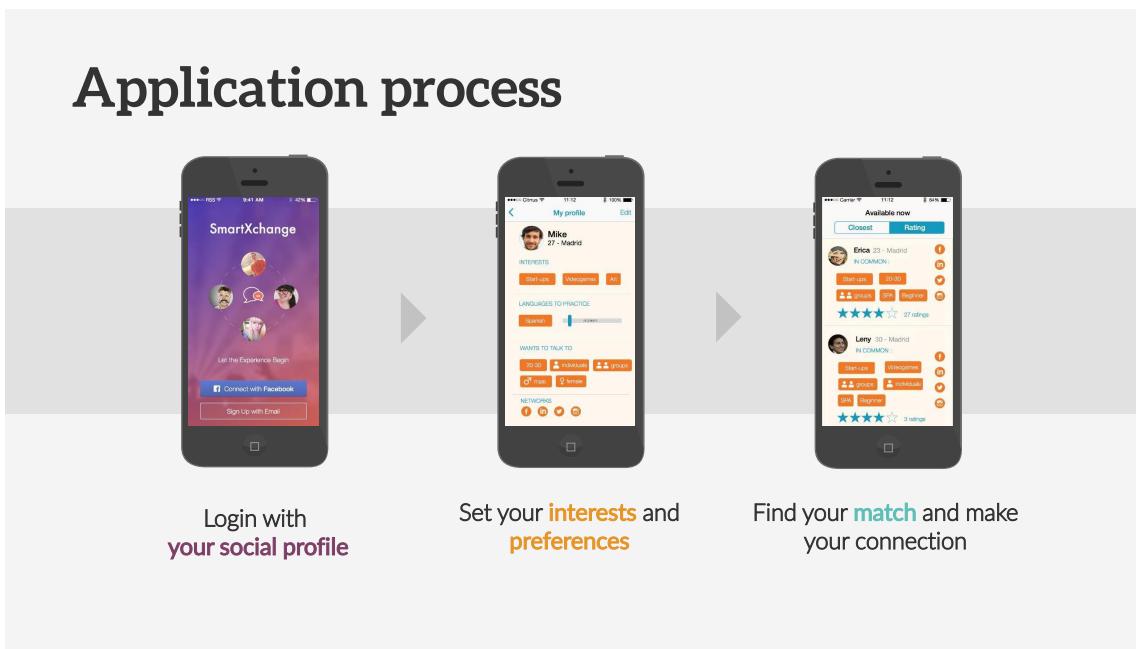


Source: Kantar Worldpanel ComTech, May 18, 2015

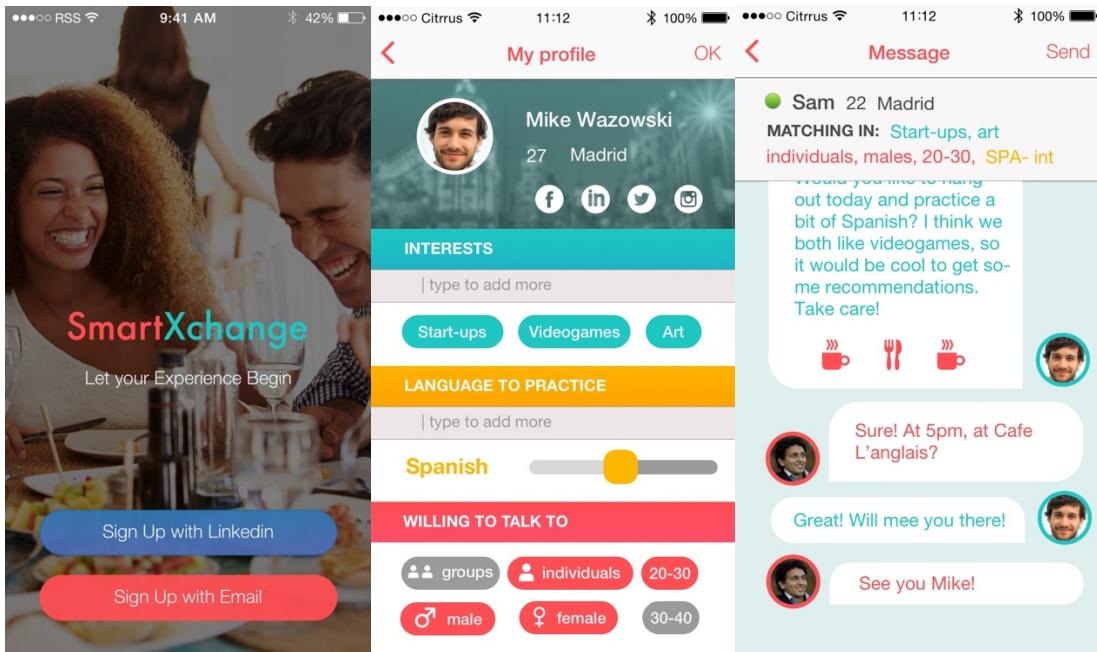
190112

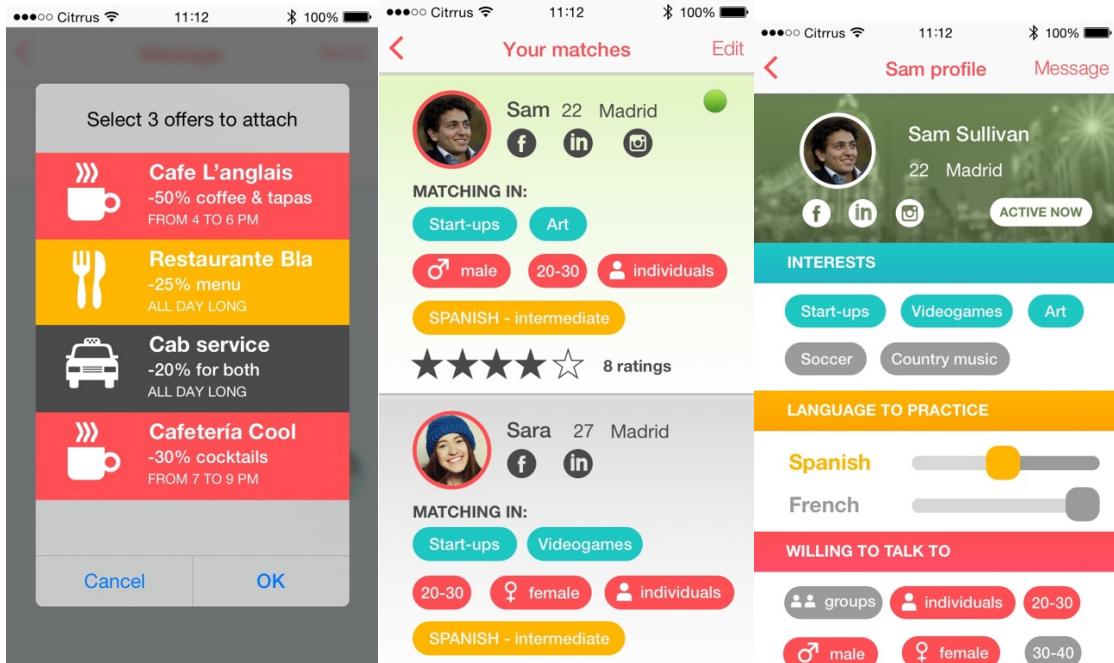
www.Emarketer.com

B.



C.





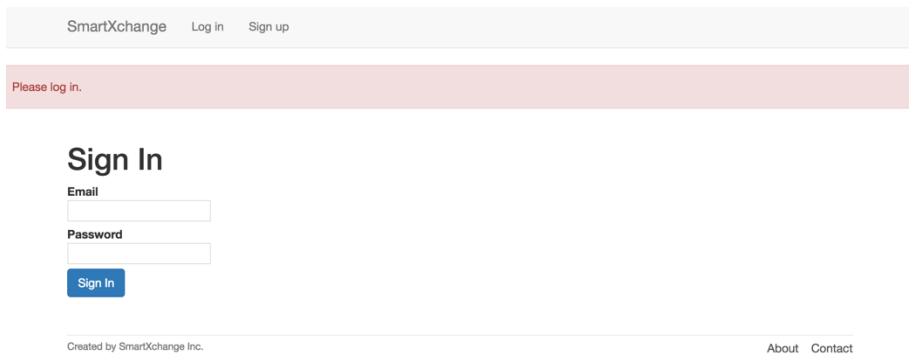
D.

All Chats

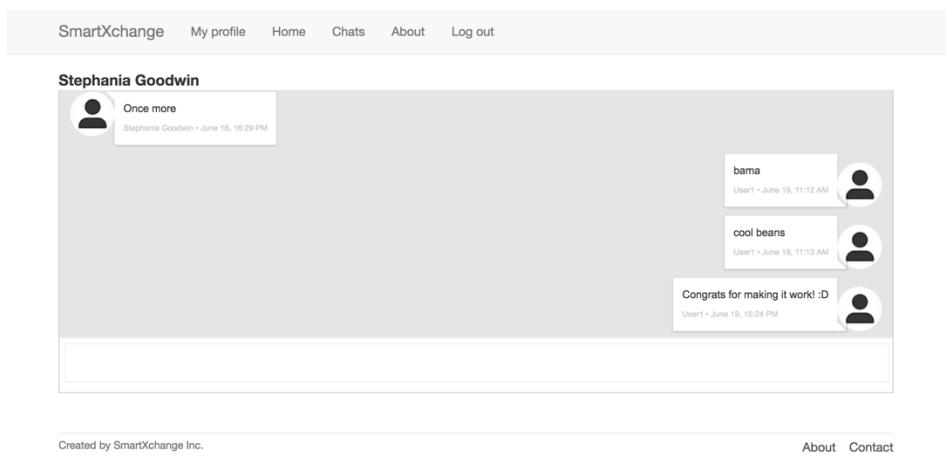
- Mrs. Cornelius Torphy
[Chat](#)
- Mrs. Bruce Jast
[Chat](#)
- Stephania Goodwin
[Chat](#)

All Users

- User1**
Spanish, 6
25
Baller at Life
[View Profile](#)
- Kari Hatley**
Spanish, 6
33
Give that man a horse
[View Profile](#)
- Kiera Swift MD**
English, 4
33
Shorts o'clock
[View Profile](#)
- Holly Lubowitz MD**
English, 1
37



The screenshot shows the SmartXchange sign-in page. At the top, there are links for "SmartXchange", "Log in", and "Sign up". A red banner at the top says "Please log in.". Below it, the title "Sign In" is displayed. There are two input fields: "Email" and "Password", followed by a blue "Sign In" button. At the bottom left, it says "Created by SmartXchange Inc." and at the bottom right, there are links for "About" and "Contact".

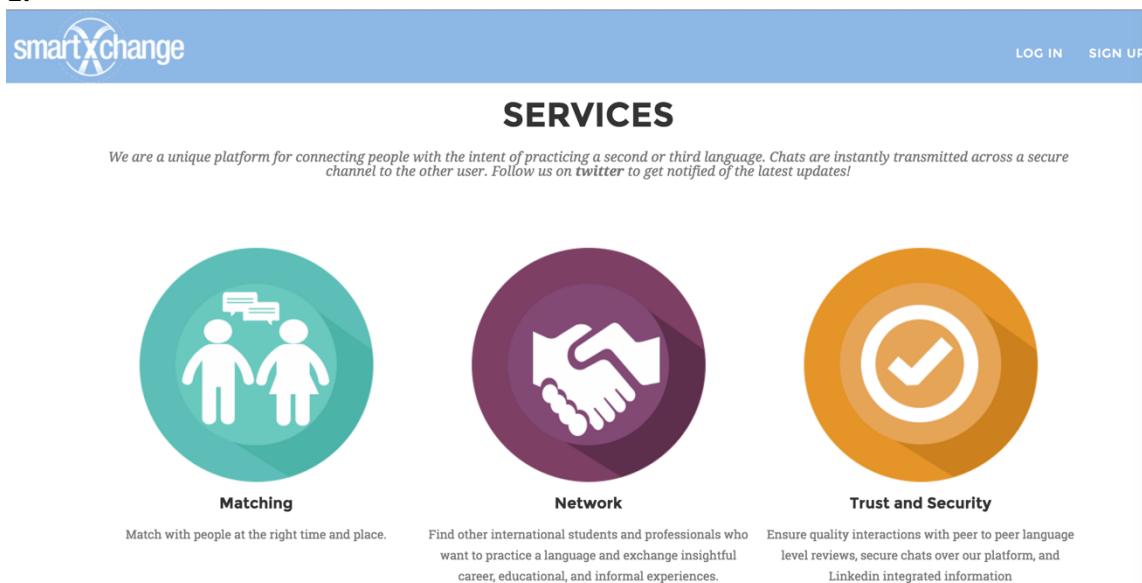


The screenshot shows a user profile for "Stephania Goodwin". The top navigation bar includes links for "SmartXchange", "My profile", "Home", "Chats", "About", and "Log out". The main area shows a conversation history with another user. The messages are as follows:

- User1: Once more
- Stephania Goodwin: June 18, 16:29 PM
- bama: User1 - June 19, 11:12 AM
- cool beans: User1 - June 19, 11:13 AM
- User1: Congrats for making it work! :D
- User1: June 19, 15:24 PM

At the bottom left, it says "Created by SmartXchange Inc." and at the bottom right, there are links for "About" and "Contact".

E.



The screenshot shows the "SERVICES" section of the SmartXchange website. The header features the "smartXchange" logo, "LOG IN", and "SIGN UP".

SERVICES

We are a unique platform for connecting people with the intent of practicing a second or third language. Chats are instantly transmitted across a secure channel to the other user. Follow us on [twitter](#) to get notified of the latest updates!

Matching

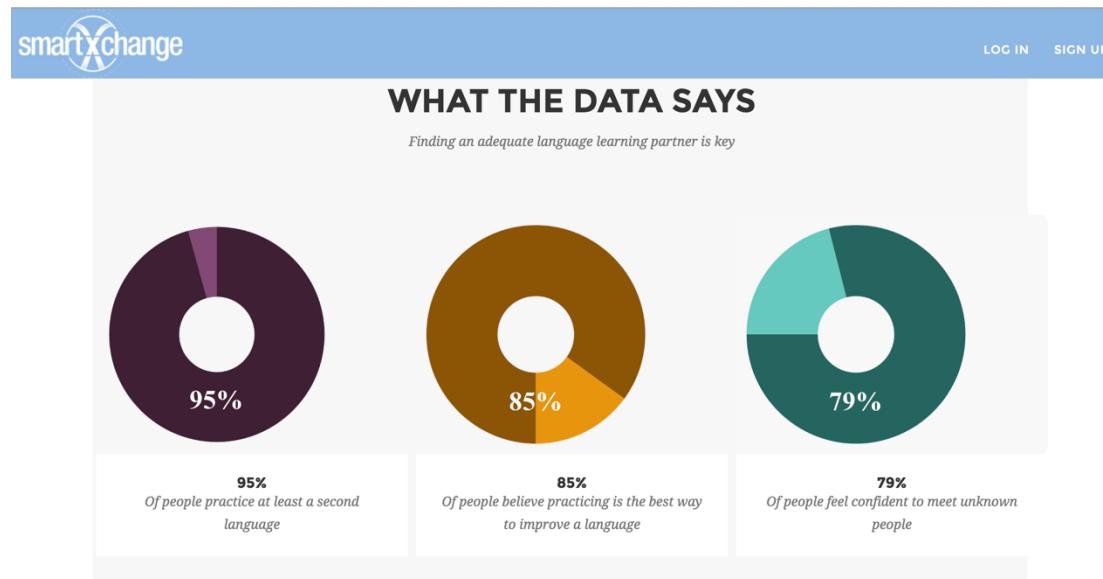
Match with people at the right time and place.

Network

Find other international students and professionals who want to practice a language and exchange insightful career, educational, and informal experiences.

Trust and Security

Ensure quality interactions with peer to peer language level reviews, secure chats over our platform, and LinkedIn integrated information



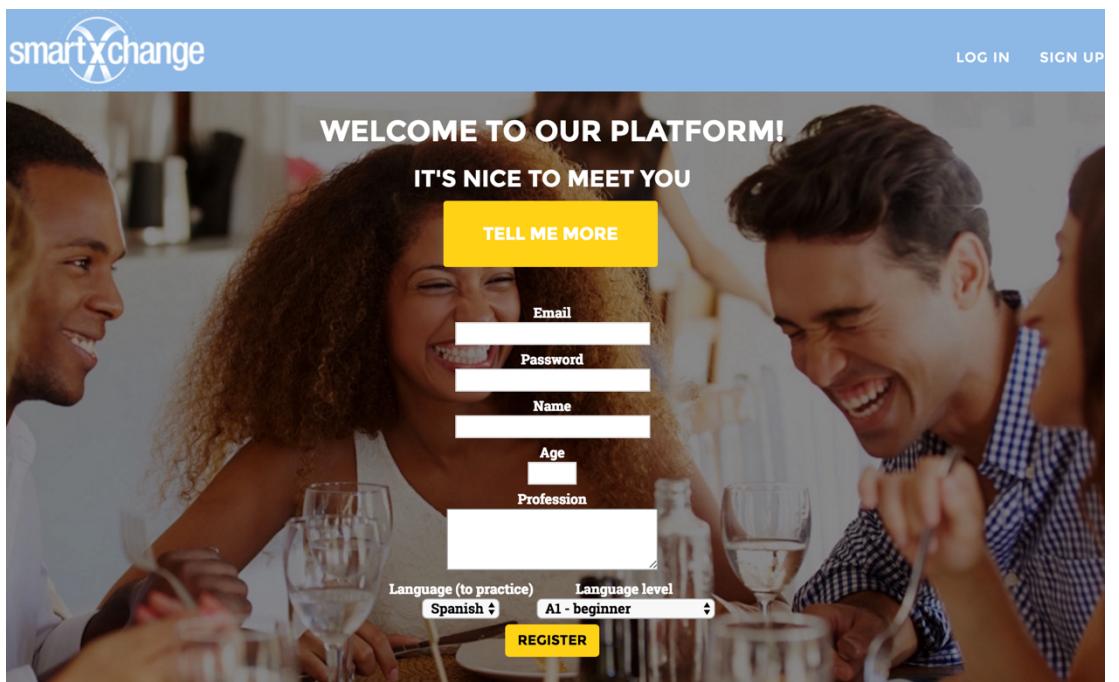
The figure shows the "MY CHATS" section of the SmartXchange homepage. It lists three users:

- Tad Ernser
- Abigale Jacobson
- Patsy Purdy

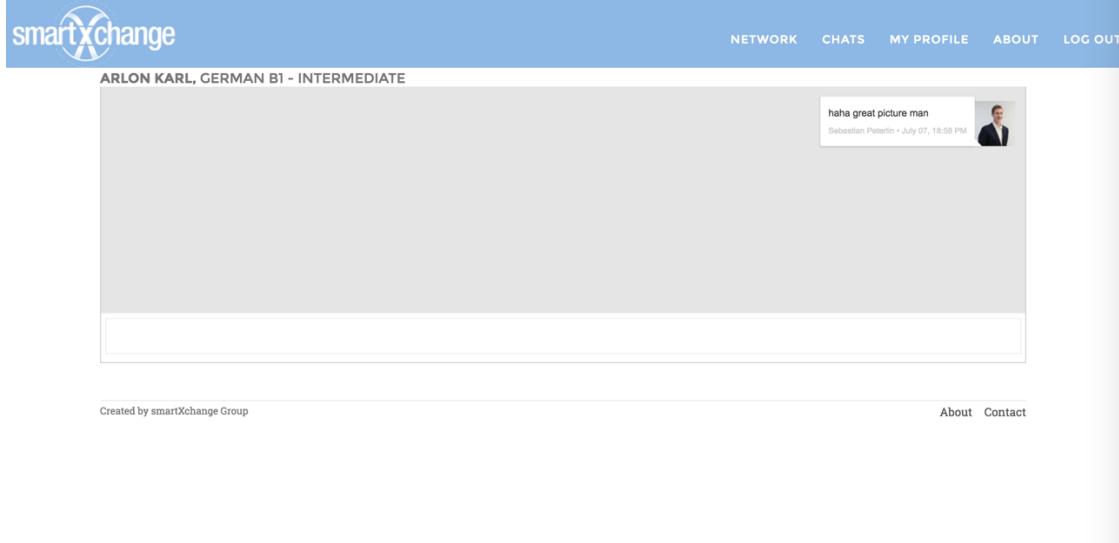
Below the list are links for "About" and "Contact".

The figure shows a grid of nine user profiles from the SmartXchange homepage:

- COTY SMITHAM**
28
German | 5
PhD in Mathematical Science at Complutense University of Madrid
- BUDDHA**
25
Spanish | 5
Finding inner peace
- ANNE SCHEEL LARSEN**
55
Spanish | 1
Pilot
- PATSY PURDY**
26
Spanish | 6
English teacher, Masters in Communications graduate
- ABIGALE JACOBSON**
24
French | 7
Dentistry student at Complutense University of Madrid
- JANET COLLIER**
29
French | 6
Master in Psychology at Autonomous University of Madrid
- SHANIE MACEJKOVIC**
26
English | 5
Business Development at Bla Bla Car Madrid
- TAD ERNSER**
37
French | 7
Optimizing holistic systems
- ROMAINE KREICER**
27
German | 2
Deploying vertical web services
- MISS MARIANA MANN**
23
Spanish | 10
Innovating world class niches
- MAVERICK BLANDA**
35
English | 9
Generating b2c bandwidth
- TRENTON JOHNS**
29
French | 4
Generating b2c bandwidth

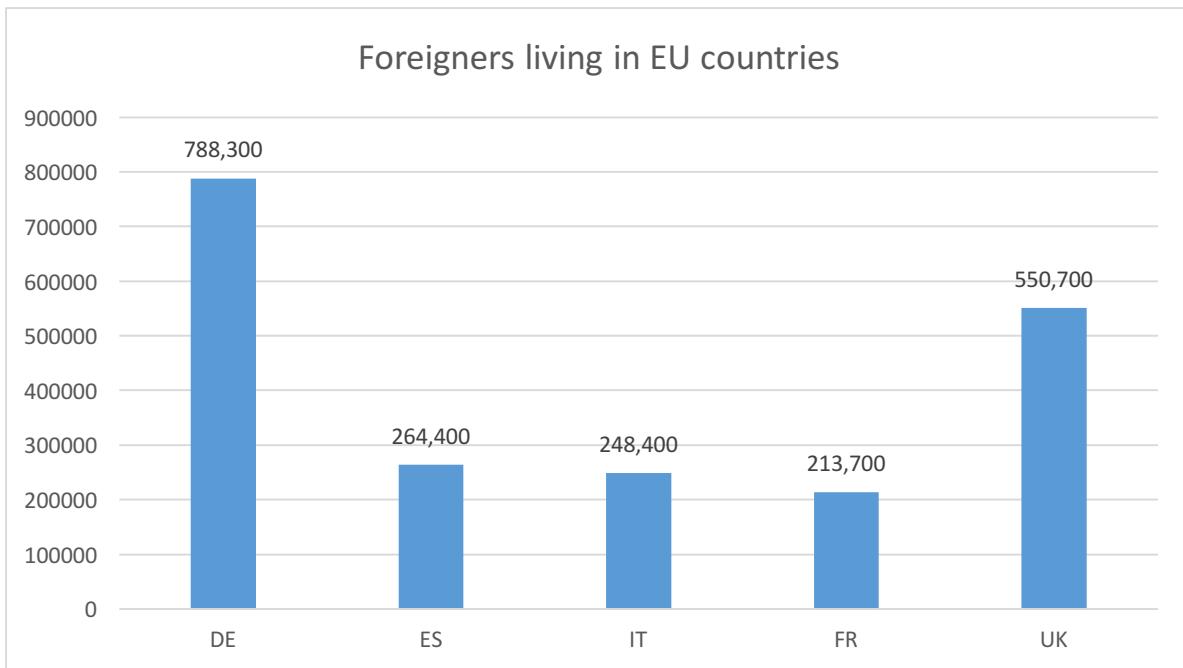


The image shows the registration page of the SmartXchange platform. The background features a group of diverse people laughing and socializing over a meal. The page has a blue header with the "smartXchange" logo on the left and "LOG IN" and "SIGN UP" buttons on the right. The main heading "WELCOME TO OUR PLATFORM!" is at the top, followed by "IT'S NICE TO MEET YOU". Below this are input fields for "Email", "Password", "Name", "Age", and "Profession", each with a placeholder box. At the bottom, there are dropdown menus for "Language (to practice)" set to "Spanish" and "Language level" set to "A1 - beginner", followed by a yellow "REGISTER" button.

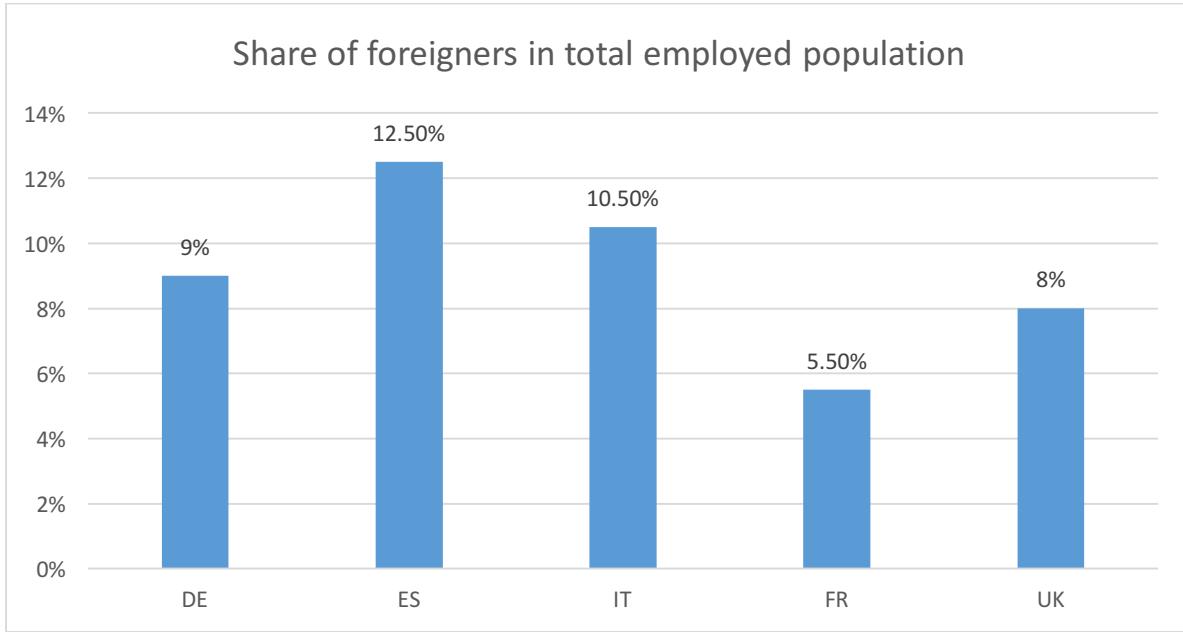


The image shows a user profile page for "ARLON KARL, GERMAN B1 - INTERMEDIATE". The top navigation bar includes links for "NETWORK", "CHATS", "MY PROFILE", "ABOUT", and "LOG OUT". A message from "Sebastian Peterlin" is displayed, reading "haha great picture man" at 7/07, 18:58 PM, with a small profile picture of Sebastian. The bottom of the page includes a footer with "Created by smartXchange Group", "About", and "Contact" links.

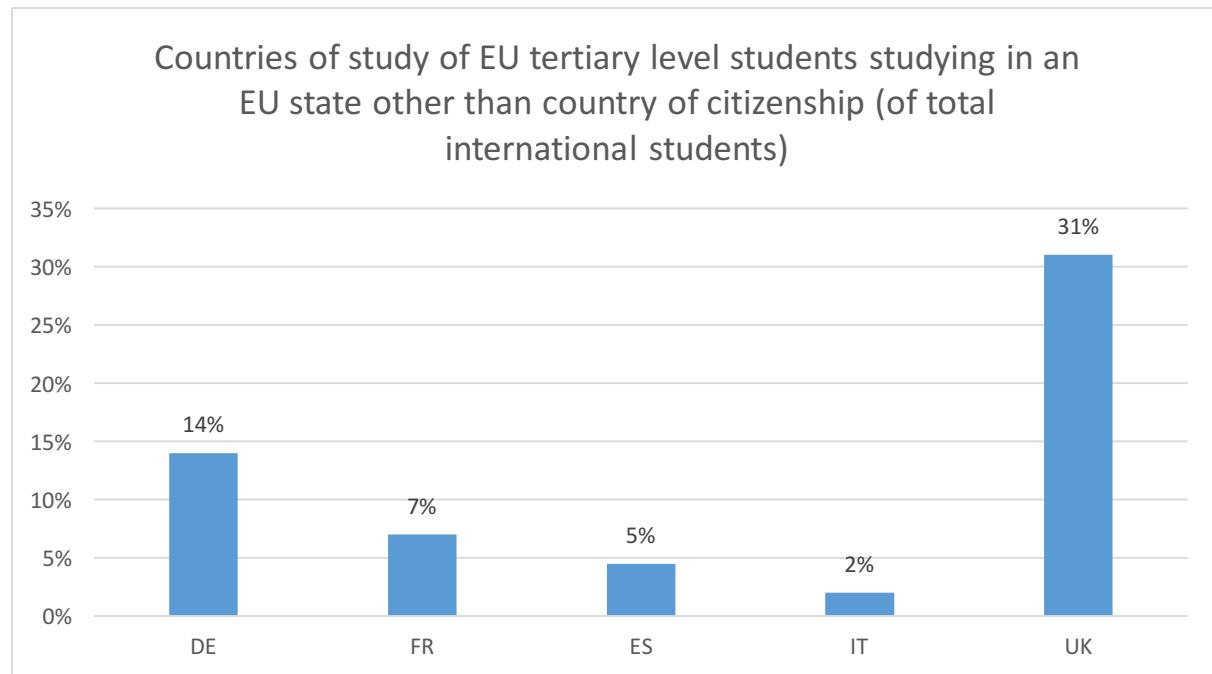
EXHIBIT 5
A.



B.



C.



D.

Google

Top hits for conversation exchange

Spain

Italy

France

Canada

UK

Competitor search

373800	MyLanguageExchange.com	*assuming we draw 35% of traffic
245180	ConversationExchange.com	*assuming we draw 18% of traffic

Facebook

94,000 people talking about language exchange 3/26/2016

97,000 people talking about languages

2,600 people in closed Madrid language exchange group intercambio

2,200 people in public Madrid language exchange group

85,900 people talking about conversation exchange

E.

Madrid

Online Funnels

*numbers by month

Facebook	2,600	people in closed Madrid language exchange group intercambio
	2,200	people in public Madrid language exchange group

	6,600	English speaking people in Madrid
	<u>11,400</u>	Total
Meetup	1592	English Social Learning in Madrid
	3432	Madrid Spanish conversation group
	2897	Free Madrid Language Exchange
		Spanish and International Friends in Madrid Language
	7066	Exchange
	2341	Madrid Language Exchange
	<u>17328</u>	Total
Internations	1027	Madrid Language Exchange Group
	<u>1027</u>	Total
	29,755	per month

F.

People interviewed on street

8 students
8 tourists
6 locals
22 total

27.5 Average age (22-30)
9 Different nationalities

95.7% speak at least a second language
85% want to improve a language by practicing
interviewed feel confident to meet unknown
79% people
out of the 79%
75% of tourist
87.50% of students
83% of locals

Customer segments

People who were willing to practice languages and meet foreigners and show something

Erasmus students willing to meet locals and practice language

People that require confidence

People that will meet if interested

Other information gained

Students interested in using this for travel

Professionals interested in using if they have the same interests

Typical questions asked

Situational

Are you from Madrid?

For tourists

How is your Spanish? Are you interested in practicing your Spanish with a local? Or would you rather meet with someone who spoke your language, even if they are not natives?
What are your plans for this evening? What if I told you your plans are cancelled? In that case, would you be interested in meeting with a local at their favorite bar or restaurant for a conversation?

For people from Madrid

Do you study another language such as English?

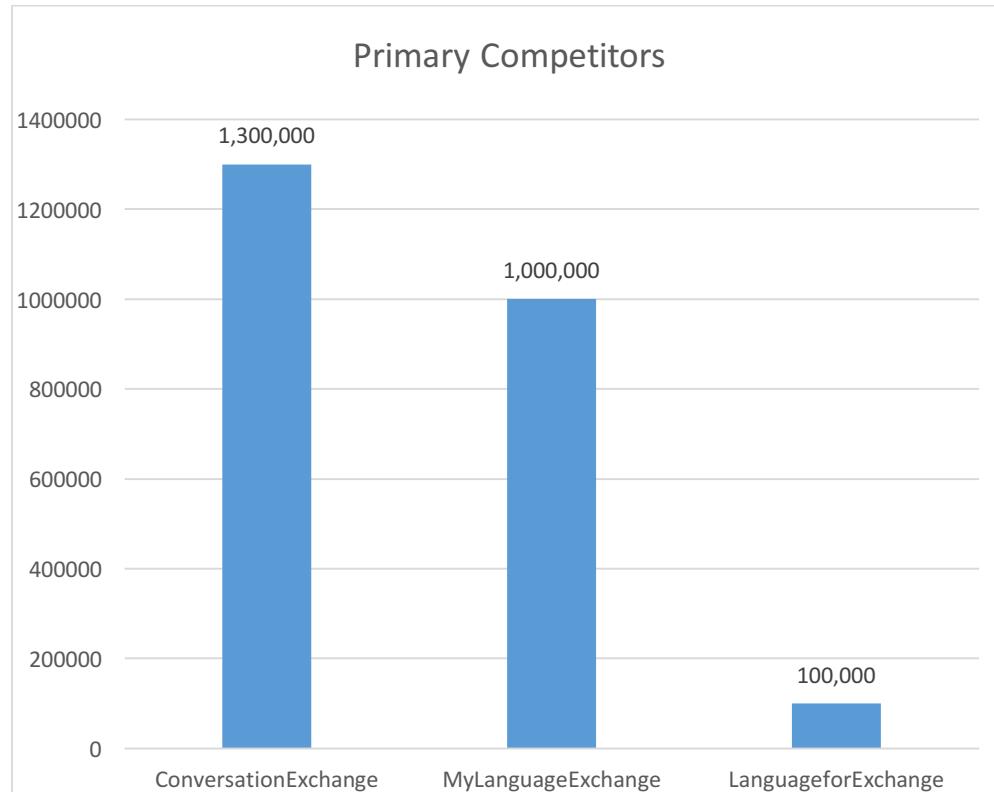
If you do, how do you learn it? Do you practice with natives?

Would you be willing to meet with a foreigner at your favorite bar? Would you prefer to speak their language with them, or Spanish?

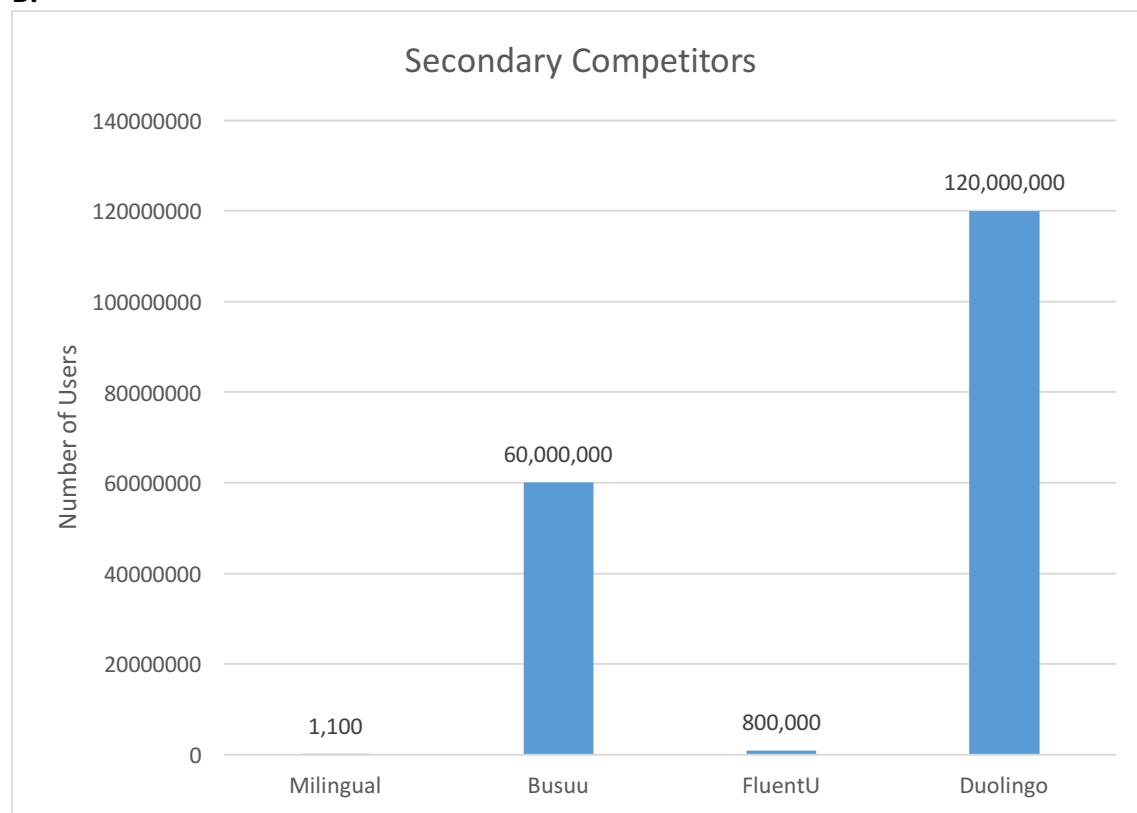
How often would you be willing to do this?

EXHIBIT 6

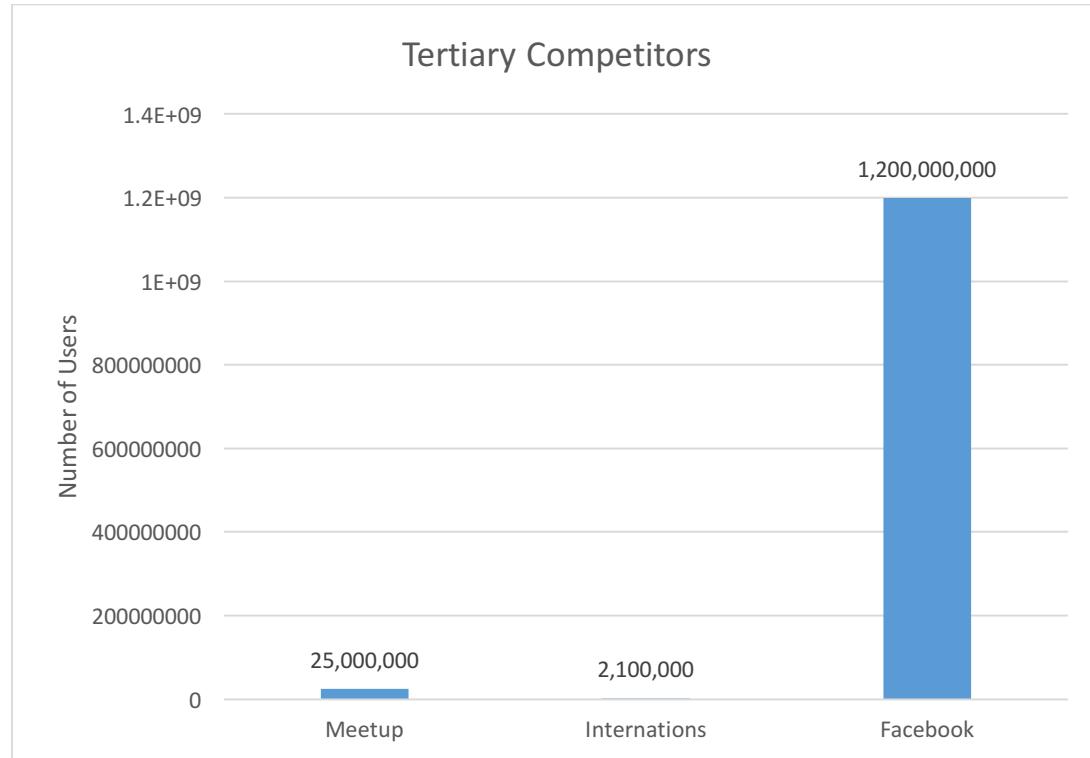
A.



B.



C.



D.

Company	Users	Facebook Link	Twitter Follower	Cities	Primary Purpose	Platform	Features	Languages	Cost	Newsletter	Headquarters	Employees	Slogan	Founders	Advertising	Value	Investors	Issues with & Other Info
ConversationExchange	1300000	8,100	2,400	Many	Communicating in second language for an exchange of English and their native language	Website	Join page, search feature, conversation topics, list of words, tips, practice, video, phone, can see if other person is in their room	Many	Donation based	none	Venice, Italy		Practice your second language by meeting up with native speakers living in your area	2 guys from Venice, fluent in English, Spanish, French, Italian, Portuguese, etc.	Donated t-shirts to UTSA College			
MyLanguageExchange	1000000	No facebook page	No twitter page	>=133	Practicing a language exchange with someone similar to conversational exchange user	Website	Profile picture, bio, interests, opinions, games, lesson plans, poor tasting website	115	Free	Yes, and notifications	Montreal, Canada		To help people all over the world learn, practice and become fluent in a foreign language	Helene Cormier and Dan Yuan from Canada				*> this amount of users
ConversationInfoExchange	100,000	No facebook page	No twitter page	>=200	We want to share a new idea with from our culture (languages abroad), the most effective, economical, easy and intuitive way to practice English. Many opportunities the internet offers us for global communication	Website	Penpals, video	11			Zaragoza, Spain							
Milingual	1100	5,100	1,500	Madrid	To get more personalized language learning for language learners active sessions you can pay for and go to	Website	Events at bars + restaurants, reviews, no more than one meetup per month, one professor / teacher per different	French, English, Spanish	\$10 euros for some lesson	yes	Madrid, Spain			IE Milingual blog				
Busuu	60000000	745,000	31,000	Many	Learning a language through teachings, can chat with native speakers, give feedback	Website, iOS	Integrated chat, social networking for language learning, can chat with native speakers around world, be active with your friends	12	Free	Yes, and notifications	London			Went down to African village to teach local speakers (only 8 left), made a song http://www.800klets.com YouTube				Graphics don't work on chrome
FluentU	800,000	6,500	3,100		Watching cool videos in a foreign language to learn it to your language level	Website, iOS	Advanced format, can integrate with subtitles	Chinese, English, Japanese, Spanish, French, German	\$15/mo basic, \$30/mo plus	email	Hong Kong							
Duolingo	120000000	980,000	191,000	All	Using algorithms to learn words and putting them into account when words fade from memory	Website, iOS	Can select interests, then practice, presented based on interests, then groups have meetups	Many	Free	Yes, and notifications	Pittsburg, USA		Guy who invented RePatch and human recognition software		470000000	Google		Most downloaded educational app
Meetup	25000000	170,000	34,000	180	To connect people with similar hobbies and interests, 2000+ activities, 3,500 groups, 3,500 meetups	Website, iOS					USA		Meetup makes community real					
Internations	2100000	690,000	390		Creates social networking site for language exchanges and tourism	Website	Membership by approval, LinkedIn integration	Free basic, Abatross Premium	paid		Munich, Germany	102						
Facebook	1200000000		1400000	All		Website, iOS, Android	largest network	Almost all	Free	Yes, and notifications	Menlo Park, CA	a lot	Be connected, Be discovered, Be on Facebook					

EXHIBIT 7

NON-DISCLOSURE AND PROPRIETARY INFORMATION AGREEMENT

This Non-Disclosure and Proprietary Information Agreement (the "Agreement"), effective as of [DATE] (the "Effective Date"), is entered into by and between Sebastian Peterlin and [NAME OF COFOUNDER], individuals acting on behalf of and in anticipation of the formation of smartXchange, Inc., a corporate entity to be formed in the future (collectively, the "Disclosing Party"), and [OTHER PARTY NAME] (the "Recipient", and together with the Disclosing Party, the "Parties", and each, a "Party").

WHEREAS, in connection with the formation and development of the company to be named smartXchange, Inc., or such other education technology and social networking company contemplated by Sebastian Peterlin and [COFOUNDER NAME], and the relationship under which the Recipient is providing technology, goods, or services to aid in the development of the business of smartXchange, Inc., the Recipient desires to receive certain information from the Disclosing Party that is non-public, confidential, or proprietary in nature, and

WHEREAS, the Disclosing Party desires to disclose such information to the Recipient, subject to the terms and conditions of this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants, terms, and conditions set forth herein, the Parties agree as follows:

1. Confidential Information. Except as set forth in Section 2 below, "**Confidential Information**" means all non-public, confidential or proprietary information disclosed before, on or after the Effective Date, by the Disclosing Party to the Recipient or its affiliates, or to any of such Recipient's or its affiliates' employees, officers, directors, partners, shareholders, agents, attorneys, accountants or advisors (collectively, "**Representatives**"), whether disclosed orally or disclosed or accessed in written, electronic or other form or media, and whether or not marked, designated or otherwise identified as "confidential," including, without limitation:

- (a) information concerning the Disclosing Party's and its affiliates' and assigns', and their customers', suppliers' and other third parties', past, present and future business affairs including, without limitation, finances, customer information, supplier information, products, services, organizational structure and internal practices, forecasts, sales and other financial results, records and budgets, and business, marketing, development, sales and other commercial strategies;
- (b) unpatented inventions, ideas, methods and discoveries, trade secrets, know-how, unpublished patent applications and other confidential intellectual property;

EXHIBIT 8

A. Partners and Sponsors

Company	Date	Action	Headquarters	Cities	Business Development Email	Recent developments	Inroads
<i>Established Apps</i>							
Trip Advisor	4/11/16	Sent request to have SmartXchange listed as a travel company offering city tours, arts and crafts tours, historical and heritage tours, bars and club tour, coffee and tea tours	Needham, MA				
Groupon	4/12/16	Applied to Partner Network, also registered on site on 4/11/16	Chicago, IL			Emailed me back saying we are accepted to Partner Network	
Yelp	4/12/16	Sent message to teambd@yelp.com asking if yelp would be interesting in becoming a partner. Email bounced back, submitted a question to Yelp ads instead	San Francisco, CA		teambd@yelp.com		
MyTaxi	4/12/16	Sent message via website asking if they had any interest in becoming a partner in finding	Hamburg, Germany	40			
Duolingo	4/12/16	Sent a LinkedIn Inmail to Rogelio Alvarez head of business development of Duolingo for a partnership	Pittsburg, PA				

A.

How we will make money



*developed during the Wayra WeStartDigital Event, some of this has changed since then

EXHIBIT 9

A.

Groupon Affiliate <notify@r.grouponmail.co.uk> [Unsubscribe](#)
[to me](#)

8:06 PM (18 minutes ago) ☆ ⌂ ⌄

GPN Affiliate Marketing Team

Hi Sebastian Peterlin

Welcome to the Groupon Partner Network (GPN)! Your account has been verified. Please follow the link below to activate your account

[Your Affiliate Link - Click to Finish Registration](#)

You will have full access to the Groupon API and several online resources that can be used to make the most of this program. Here's what you can do with GPN:

- Generate your own deal links
- Track your earnings
- Generate online earnings reports
- Access our banner library
- Update your account information

B.

Partner Registration

As an approved Groupon advertiser, you will be able earn up to 10% commission on Groupon purchases, have access to our extensive creative inventory, including dynamic banners, deep links, and widgets and have access to detailed reporting on your traffic, sales, and earnings

EXHIBIT 10

A.

6/27/2016

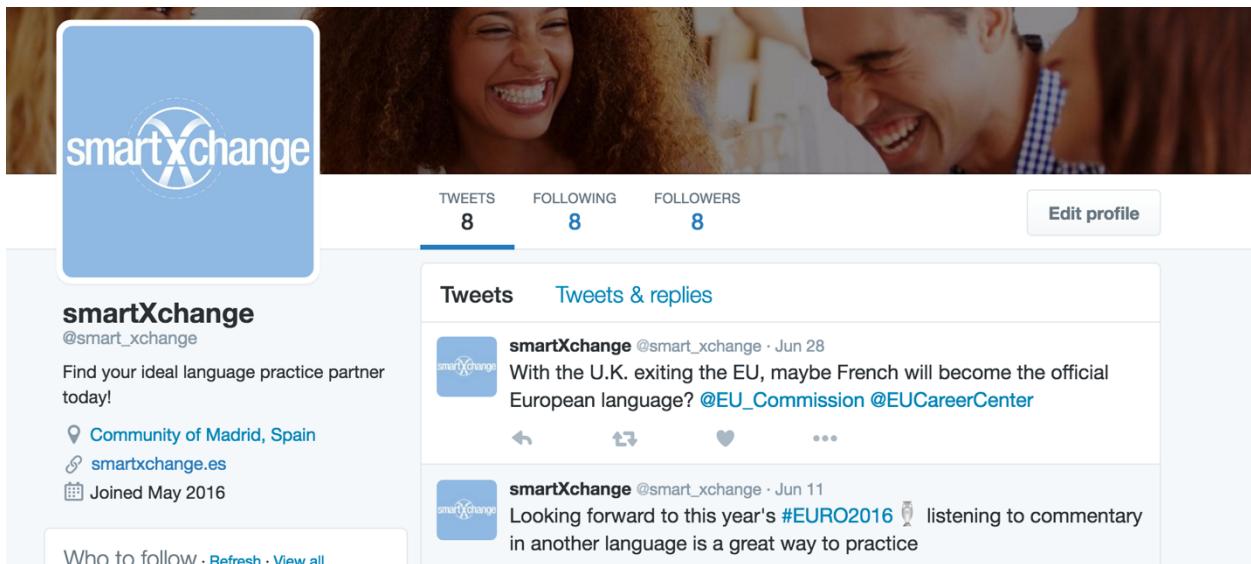
SmartXchange @smart_xchange · Jun 11
Looking forward to this year's #EURO2016 🎵 listening to commentary in another language is a great way to practice

SmartXchange @smart_xchange · Jun 11
The EU has 24 official languages, here is a list of them and the year and they were introduced: [ec.europa.eu/dgs/translation...](http://ec.europa.eu/dgs/translation/)

SmartXchange @smart_xchange · Jun 1
Great article about language barriers in the workplace:

The vast majority (90 percent) of organizations struggle with language

6/28/2016



smartXchange @smart_xchange
Find your ideal language practice partner today!
📍 Community of Madrid, Spain
🔗 smartxchange.es
📅 Joined May 2016

TWEETS 8 FOLLOWING 8 FOLLOWERS 8 Edit profile

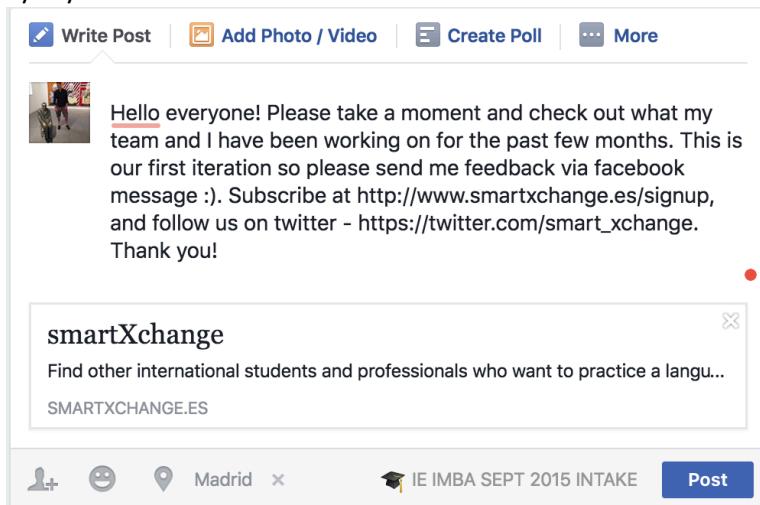
Tweets **Tweets & replies**

smartXchange @smart_xchange · Jun 28
With the U.K. exiting the EU, maybe French will become the official European language? [@EU_Commission](#) [@EUCareerCenter](#)

smartXchange @smart_xchange · Jun 11
Looking forward to this year's [#EURO2016](#) 🎵 listening to commentary in another language is a great way to practice

C.

6/29/2016



Write Post | Add Photo / Video | Create Poll | More

Hello everyone! Please take a moment and check out what my team and I have been working on for the past few months. This is our first iteration so please send me feedback via facebook message :). Subscribe at <http://www.smartxchange.es/signup>, and follow us on twitter - https://twitter.com/smart_xchange. Thank you!

smartXchange
Find other international students and professionals who want to practice a langu...
SMARTXCHANGE.ES

Like Comment Madrid × IE IMBA SEPT 2015 INTAKE Post

D.

7/3/2016

www.smartxchange.es/about and check us out on twitter at twitter.com/smart_xchange. Be part of a new way to practice...' with a link to smartxchange.es." data-bbox="114 705 707 898"/>

Sebastian Peterlin
IMBA Candidate at IE Business School

1s

New update

My team and I have been working on a language exchange platform for the past few months. Please check out the prototype at www.smartxchange.es/about and check us out on twitter at twitter.com/smart_xchange. Be part of a new way to practice... show more

smartXchange
smartxchange.es

Like Comment Share

7/8/2016

 <p>Sebastian Peterlin IMBA Candidate at IE Business School Improve your profile</p>	<p>13 people viewed your profile in the past 7 days</p> <hr/> <p>195 views on your update "smartXchange"</p>
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EXHIBIT 11

Wayra March 2016

- Try to match hobbies (like TV shows)
- Add something unique and valuable to proposition, differentiate, lot of competitors
- get your early adopters
- how are you going to grow both sides equally at same time?
- get more focused on universities, 304,000 students
- how to ensure trust?
- why is the algorithm superior?
- be wary about facebook integration capabilities
- go for alumni at IE, ESADE, INSEAD, etc
- will it become a dating site?
- could you make it an online chat application?

BBVA April 2016

- Addressing a real need of students needing to practice language
- Need to be able to check people's background
- possibility of a group meeting
- check Google API for in-app translation
- Maybe make it business school exclusive at first
- How to get sponsors?
- Open to other connections other than languages, like sport?
- Focus on the trust issue